

# HELM

**FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

**VIA AIR COURIER**

20321

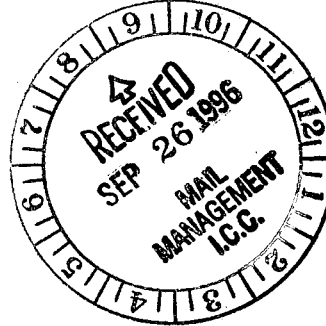
September 25, 1996

RECORDATION NO.

FILED 145

OCT 24 1996 - 9 40 AM

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
Department of Transportation  
12th and Constitution Avenue, N.W.  
Washington, DC 20423



Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of February 2, 1995 between the following parties:

Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Lessee: Consolidated Rail Corporation  
2001 Market Street - 25A  
Philadelphia, PA 19103

The equipment involved in this transaction is as follows:

Equipment: Twenty-five (25), 60 foot boxcars (See Exhibit A attached for reporting mark & numbers.)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,

Chris Dilley  
Administrative Assistant

/cpd  
Enclosure

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

20321  
OCT 24 1996 - 04:42 AM

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") made as of February 2, 1995 is intended to evidence the Lease of Railroad Equipment, dated as of February 2, 1995 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the twenty-five (25) boxcars, more fully described in Exhibit A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

CONSOLIDATED RAIL CORPORATION

By: 

By: 

Title: President

Title: Director - Financing

Date: March 21, 1996

Date: February 21, 1995

CM

EXHIBIT A

To the Memorandum of Lease

Dated February 2, 1995

Equipment Description:

Twenty-five (25), 60 foot boxcars (interior dimensions include 60'9" length, 9'6" width and 10'9" minimum height) with 100-ton trucks, double plug doors (all centered), 50K nailable steel floors, and Lessee's specified "web strap" system.

Unit Numbers:

CR 223500-223512, 223537-223549

cm

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

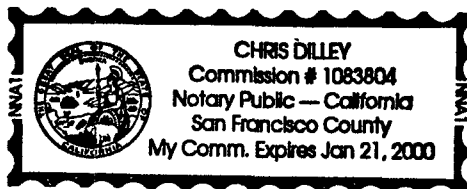
On March 21, <sup>1996</sup>~~1995~~, before me, Chris Dilley  
personally appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

X

personally known to me -OR-

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Chris Dilley  
SIGNATURE OF THE NOTARY

COMMONWEALTH OF PENNSYLVANIA )

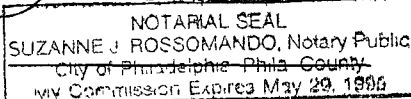
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COUNTY OF PHILADELPHIA )

On this 21<sup>st</sup> day of FEBRUARY, 1995, before me personally appeared THOMAS J. MCGRAW, to me personally known, who, being by me duly sworn says that he is DIRECTOR - FINANCING of **CONSOLIDATED RAIL CORPORATION**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Suzanne J. Rossomando  
Notary Public

My Commission Expires:



CM